

California law as general partners and thus did not reach whether section 723(a) applied to limited partners. See id. at 1024. See also In re Judiciary Tower Assocs., 175 B.R. 796, 802 n.2 (Bankr. D.D.C. 1994) (noting that In re Ridge II did not address whether section 723(a) applied to limited partners).

B. Section 544(a)

"Under the Bankruptcy Code, the bankruptcy trustee may bring claims founded, inter alia, on the rights of the debtor and on certain rights of the debtor's creditors." St. Paul Fire & Marine Ins. Co. v. PepsiCo, Inc., 884 F.2d 688, 700 (2d Cir. 1989). "Whether the right belongs to the debtor or to its individual creditors is a question of state law." Id. "A trustee stands in the shoes of the bankrupt corporation and has standing to bring any suit that the bankrupt corporation could have instituted had it not petitioned for bankruptcy." Shearson Lehman Hutton, Inc. v. Wagoner, 944 F.2d 114, 118 (2d Cir. 1991) (citations omitted).

Here, the relevant state law is the Massachusetts Limited Partnership Act, Mass. Gen. L. ch. 109, § 19(a) (1982) ("MLPA").¹ Section 19(a) provided:

[A] limited partner is not liable for the obligations of a limited partnership unless he is also a general partner or, in addition to the exercise of his rights and powers as a limited partner, he takes part in the control of the business; provided, however, that if the limited partner's participation in the control of the business is not substantially the same as the exercise of the powers of a general partner, he is liable only

¹ This law subsequently has been revised. See Mass. Gen. Laws. Ann. ch. 109, § 19(a) (West 1995).

NECT
NEVAS

UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT

SUMMARY ORDER

THIS SUMMARY ORDER WILL NOT BE PUBLISHED IN THE FEDERAL REPORTER AND MAY NOT BE CITED AS PRECEDENTIAL AUTHORITY TO THIS OR ANY OTHER COURT, BUT MAY BE CALLED TO THE ATTENTION OF THIS OR ANY OTHER COURT IN A SUBSEQUENT STAGE OF THIS CASE, IN A RELATED CASE, OR IN ANY CASE FOR PURPOSES OF COLLATERAL ESTOPPEL OR RES JUDICATA.

At a stated term of the United States Court of Appeals for the Second Circuit, held at the United States Courthouse, Foley Square, in the City of New York, on the 17th day of April, one thousand nine hundred and ninety-seven.

PRESENT: HONORABLE JON O. NEWMAN,
Chief Judge.
HONORABLE GUIDO CALABRESI,
Circuit Judge.
HONORABLE DENIS R. HURLEY,
District Judge.

In Re: ASTROLINE COMMUNICATIONS CO.,
LIMITED PARTNERSHIP,
Debtor,

MARTIN W. HOFFMAN, Chapter 7 Trustee of the
Bankruptcy Estate of Astroline Commu-
cations Company Limited Partnership,
Plaintiff-Appellant-Cross-Appellee,

v.

96-5112L, -5118 (XAP)

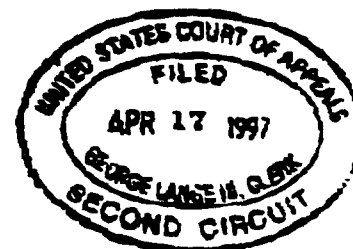
WHCT MANAGEMENT, INC., ET AL.,
Defendants-Appellees.

RANDALL L. GIBBS,
Defendant-Appellee-Cross-Appellant,

U.S. TRUSTEE, OFFICE OF,
Trustee.

APPEARING FOR APPELLANT: John B. Nolan, Day, Berry & Howard.
Hartford, Conn.

'Of the United States District Court for the Eastern District of
New York, sitting by designation.



In re: Astroline Communications
Docket Nos. 96-5112(L), -5118(XAP)

APPEARING FOR APPELLEES: Robert A. Izard, Jr., Robinson & Cole,
Hartford, Conn.

APPEARING FOR CROSS-APPELLANT: Michael J. Durrachmidt, Hirsh & West-
heimer, Houston, TX.

Appeal from the United States District Court for the District
of Connecticut (Alan H. Nevas, Judge).

This cause came on to be heard on the transcript of record
from the United States District Court for the District of Connecticut
and was argued by counsel.

ON CONSIDERATION WHEREOF, IT IS HEREBY ORDERED, ADJUDGED AND
DECREED that the order of the District Court is hereby AFFIRMED.

Martin W. Hoffman, Chapter 7 Trustee for the bankruptcy
estate of Astroline Communications Company Limited Partnership, appeals
from the August 9, 1996, order of the District Court affirming the
October 24, 1995, judgment of the United States Bankruptcy Court for
the District of Connecticut (Robert L. Krechevsky, J.). The judgment
dismissed the Trustee's action against Astroline Company, Astroline
Company, Inc., Herbert A. Sostek, Fred J. Boling, Richard Gibbs, and
Randall A. Gibbs (collectively, the "Limited Partners") to recover a
deficiency of property in the Debtor's estate to pay estate creditors.
The Bankruptcy Court found that the Limited Partners had not exercised
the degree of control required under Massachusetts law to be held
liable for the deficiency in the estate. Affirming the judgment on
alternative grounds, the District Court held that the Trustee had no
standing to assert the claims against the Limited Partners. We affirm.

In certain circumstances, Massachusetts law makes a limited

In re: Astroline Communications
Docket Nos. 96-5112(L), -5118(ZAP)

partner liable for the obligations of the limited partnership when the limited partner has acted as a general partner:

[A] limited partner is not liable for the obligations of a limited partnership unless he is also a general partner or, in addition to the exercise of his rights and powers as a limited partner, he takes part in the control of the business; provided, however, that if the limited partner's participation in the control of the business is not substantially the same as the exercise of the powers of a general partner, he is liable only to persons who transact business with the limited partnership with actual knowledge of his participation in control.

Mass. Gen. Laws ch. 109, § 19 (1982) (amended 1988).

The Bankruptcy Code provides that when there is a deficiency in the estate of a bankrupt partnership to pay the claims of creditors, the trustee has a claim against a general partner to the extent that the general partner would be personally liable under applicable nonbankruptcy law. 11 U.S.C. § 723(a) (1994). The Trustee contends that the Limited Partners participated in the control of the Debtor's business to an extent sufficient to make them liable under Massachusetts law for the obligations of the limited partnership. Thus, the Trustee asserts a claim under § 723(a), and alternatively argues that he may rely on the "strong arm" clause of the Bankruptcy Code, *id.* § 544.

The Limited Partners contend, and the District Court agreed, that the plain language of section 723(a) allows the Trustee to assert claims against general partners only, and that even if applicable nonbankruptcy law might make the Limited Partners liable for partnership obligations in some instances, section 723(a)'s use of the specific term "general partner" instead of the generic term "partner" indicates that Congress intended to preclude trustees from asserting

In re: Astroline Communications
Docket Nos. 96-5112(L), -5118(XAP)

any such claims against limited partners.

The District Court also held that because the Massachusetts law applicable to this case would, in any event, make the Limited Partners liable only to the Debtor's creditors, rather than to Debtor itself, the Trustee has no strong arm power to bring the claims against the Limited Partners on behalf of the Debtor's estate. See Shearson Lehman Hutton, Inc. v. Wagoner, 944 F.2d 114, 118 (2d Cir. 1991) ("[A] bankruptcy trustee has no standing generally to sue third parties on behalf of the estate's creditors, but may only assert claims held by the [debtor] itself.").

The Bankruptcy Court found that the Limited Partners maintained control over the Debtor's bank accounts, wrote all of the Debtor's checks, and had the power to empty the Debtor's bank accounts at any time. The Court also found, however, that the Debtor's general partner retained sole discretion to formulate the Debtor's business plan, to control the Debtor's day-to-day business operations, and to make all personnel decisions on behalf of the Debtor. Hoffman v. WHCT Mgmt., Inc. (In re Astroline Communications Co. Ltd. Partnership), 188 B.R. 98, 101-02 (Bankr. D. Conn. 1995).

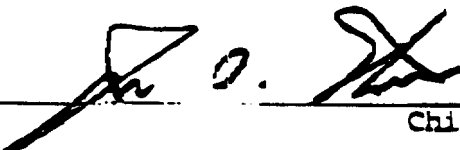
The Bankruptcy Court's factual findings, which are not challenged as clearly erroneous, demonstrate that whatever the extent of their control over the Debtor's finances, the Limited Partners did not participate in and did not exercise any quantum of control over numerous and significant aspects of the Debtor's business. Their control of the Debtor was not "substantially the same as the exercise of the powers of a general partner." See Mass. Gen. Laws § 19.

We therefore hold that even if the Trustee might have


In re: Astroline Communications
Docket Nos. 96-5112(L), -5118(XAP)

standing to bring this action -- an issue we need not resolve -- the Limited Partners would not be held liable under Massachusetts law, and therefore the complaint against them was properly dismissed.

Randall Gibb's request for an award of attorney's fees is denied.



Chief Judge.



Circuit Judge.



District Judge.

Section I

GENERAL INFORMATION

Part II — Assignee

1. Name of Assignee

Astroline Communications Company Limited Partnership

Street Address (or other identification)

City

8 55 R B r o a d w a y

S a u g u s

State

Zip Code

Telephone No.

MA

0 19 0 6

(Include area code)

(617) 231-1400

2. Does the contract submitted in response to Question 5, Part I of Section I embody the full and complete agreement between the assignor and assignee? ☒ YES ☐ NO

If No, explain in Exhibit No. _____.

Section II

ASSIGNEE'S LEGAL QUALIFICATIONS

1. Assignee is:

☐ an individual☐ a general partnership☒ a limited partnership☐ a corporation☐ other

2. If the applicant is an unincorporated association or a legal entity other than an individual, partnership or corporation, describe in Exhibit No. _____ the nature of the applicant.

CITIZENSHIP AND OTHER STATUTORY REQUIREMENTS

YES NO

3. (a) Is the applicant in compliance with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments? ☒ ☐

- (b) Will any funds, credit, etc., for construction, purchase or operation of the station be provided by aliens, foreign entities, domestic entities controlled by aliens, or their agents? ☐ ☒

If Yes, provide particulars in Exhibit No. _____.

ASSIGNEE'S LEGAL QUALIFICATIONS

TABLE I PARTIES TO APPLICATION

5. (a) Complete Table I with respect to the assignee. (Note: If the applicant considers that to furnish complete information would pose an unreasonable burden, it may request that the Commission waive the strict terms of this requirement).

INSTRUCTIONS: If applicant is an individual, fill out column (a) only. If applicant is a partnership, fill out columns (a), (b) and (d), state as to each general or limited partner (including silent partners) (a) name and residence, (b) nature of partnership interest (i.e., general or limited), and (d) percent of ownership interest. If applicant is a corporation or an unincorporated association with 50 or fewer stockholders, stock subscribers, holders of membership certificate or other ownership interest, fill out all columns, giving the information requested as to all officers, directors and members of governing board. In addition, give the information as to all persons or entities who are the beneficial or record owners of or have the right to vote capital stock, membership or owner interest or are subscribers to such interests. If the applicant has more than 50 stockholders, stock subscribers or holders of membership certificates or other ownership interests, furnish the information as to officers, directors, members of governing board, and all persons or entities who are the beneficial or record owners of or have the right to vote 1% or more of the capital stock, membership or owner interest except that if such entity is a bank, insurance company or investment company (as defined by 15 U.S.C. §80a-3) which does not invest for purposes of control, the stock, membership or owner interest need only be reported if 5% or more

Applicants are reminded that questions 5 through 7 of this Section must be completed as to all "parties to this application" as that term is defined in the instructions to Section II of this form.

Name and Residence (Home) Address(es)	Nature of Partnership Interest or Office Held	Director or Member of Governing Board		% of Ownership (O) or Partnership (P) or Voting Stock (VS) or Membership (M) Voting Interest (V)
		YES	NO	
(a)	(b)	(c)		(d)
Richard P. Ramirez 39 Chestnut Street Boston, MA 02108	General Partner			21%(O) 70%(VI)
WHCT Management, Inc. 855R Broadway Saugus, MA 01906	General Partner			9%(O) 30%(VI)
Astroline Company 855R Broadway Saugus, MA 01906	Limited Partner			70%(O)
Herbert A. Sostek 65 E. India Row #21-F Boston, MA 02110	General and Limited Partner of Astroline Company			*
Fred J. Boling, Jr. 24 Tophet Road Lynnfield, MA 01940	General and Limited Partner of Astroline Company			*
				PBS 001357 0001026

* See Exhibit No. 3

ASSIGNEE'S LEGAL QUALIFICATIONS

YES NO

5. (b) Does the applicant or any party to this application, own or have any interest in a daily newspaper or cable television system? ☐ YES ☒ NO
- (c) Does the applicant or any party to this application have an ownership interest in, or is an officer, director or partner of, an investment company, bank, or insurance company which has an interest in a broadcast station, cable system or daily newspaper? ☐ YES ☒ NO

If the answer to questions 5(b) or (c) is Yes, attach as Exhibit No. _____, a full disclosure concerning persons involved, the nature of such interest, the media interest and its location.

OTHER BROADCAST INTERESTS

6. Does the applicant or any party to this application have any interest in or connection with the following?

- (a) an AM, FM or TV broadcast station? ☐ YES ☒ NO
- (b) a broadcast application pending before the FCC? ☒ YES ☐ NO

7. Has the applicant or any party to this application had any interest in or connection with the following:

- (a) an application which has been dismissed with prejudice by the Commission? ☐ YES ☒ NO
- (b) an application which has been denied by the Commission? ☐ YES ☒ NO
- (c) a broadcast station, the license which has been revoked? ☐ YES ☒ NO
- (d) an application in any Commission proceeding which left unresolved character issues against the applicant? ☐ YES ☒ NO
- (e) If the answer to any of the questions in 6 or 7 is Yes, state in Exhibit No. 4, the following information: ☐ YES ☐ NO

- (i) Name of party having such interest;
- (ii) Nature of interest or connection, giving dates;
- (iii) Call letters of stations or file number of application, or docket number;
- (iv) Location.

8. (a) Are any of the parties to this application related to each other (as husband, wife, father, mother, brother, sister, son or daughter)? ☒ YES ☐ NO
- (b) Does any member of the immediate family (i.e., husband, wife, father, mother, brother, sister, son or daughter) of any party to this application have any interest in or connection with any other broadcast station or pending application? ☒ YES ☐ NO

If the answer to (a) or (b) above is Yes, attach as Exhibit No. 3 & 4, a full disclosure concerning the persons involved, their relationship, the nature and extent of such interest or connection, the file number of such application, and the location of such station or proposed station.

PBS 001358

0001027

FCC 314 (Page 7)
March 1963

RC 001863

SECTION IV

ASSIGNEE'S PROGRAM SERVICE STATEMENT

FOR AM AND FM APPLICANTS

NOT APPLICABLE

1. Attach as Exhibit No. _____ a brief description, in narrative form, of the planned programming service relating to the issues of public concern facing the proposed service area.

FOR TELEVISION APPLICANTS

2. Ascertainment of Community Needs.

- A. State in Exhibit No. 7A the methods used by the applicant to ascertain the needs and interests of the public served by the station. Such information shall include (1) identification of representative groups, interests and organizations which were consulted and (2) the major communities or areas which applicant principally undertakes to serve.
- B. Describe in Exhibit No. 7B the significant needs and interests of the public which the applicant believes its station will serve during the coming license period, including those with respect to national or international matters.
- C. List in Exhibit No. 7C typical and illustrative programs or program series (excluding *Entertainment and News*) that applicant plans to broadcast during the coming license period to meet those needs and interests.
3. State the minimum amount of time, between 6:00 a.m. and midnight, the applicant proposes to normally devote each week to the program types listed below (see definitions in instructions). Commercial matter, within a program segment, shall be excluded in computing the time devoted to that particular program segment, e.g., a 15-minute news program containing three minutes of commercial matter, shall be computed as a 12-minute news program.

	HOURS	MINUTES	% of TOTAL TIME ON AIR
NEWS	<u>7</u>	<u> </u>	<u>5.56%</u>
PUBLIC AFFAIRS	<u>10</u>	<u> </u>	<u>7.94%</u>
ALL OTHER PROGRAMS (Exclusive of Sports and Entertainment)	<u>15</u>	<u> </u>	<u>11.90%</u>
LOCAL PROGRAMMING	<u>15</u>	<u> </u>	<u>11.90%</u>

4. State the maximum amount of commercial matter the applicant proposes to allow normally in any 60-minute segments: 16 min/hr.
5. State the maximum amount of commercial matter the applicant proposes to allow normally in a 60-minute segment between the hours of 6 p.m. to 11 p.m. (8 p.m. to 10 p.m. Central and Mountain Times): 16 min/hr.
- (a) State the number of hourly segments per week this amount is expected to be exceeded, if any: -0-
6. State in Exhibit No. _____, in full detail, the reasons why the applicant would allow the amount of commercial matter stated in Question 4 and 5 above to be exceeded.
- The applicant does not anticipate that the above-stated amounts will be exceeded.

PBS 001359

0001028

FCC 314 (Page 9)
March 1983

RC 001864

SECTION VI

Part II — Assignee

ASSIGNEE'S CERTIFICATION

The ASSIGNEE hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended).

The ASSIGNEE acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all of its exhibits are a material part hereof and are incorporated herein.

The ASSIGNEE represents that this application is not filed by it for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with Section 1.85 of the Commission's Rules, the ASSIGNEE has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT.
U.S. CODE, TITLE 18, SECTION 1001.

I certify that the assignee's statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Signed and dated this 26th day of June 19 84

ASTROLINE COMMUNICATIONS COMPANY LIMITED PARTNERSHIP

Name of Assignee


Signature

General Partner

Title

PBS 001360

FCC 314 (Page 12)
March 1983

0001029

RC 001865

Section I

GENERAL INFORMATION

Part II — Assignee

1. Name of Assignee

Astroline Communications Company Limited Partnership

Street Address (or other identification)

City

855 R Broadway Saugus

State

Zip Code

Telephone No.

(Include area code)

MA

01906

(617) 231-1400

2. Does the contract submitted in response to Question 5, Part I of Section I embody the full and complete agreement between the assignor and assignee? ☒ YES ☐ NO

If No, explain in Exhibit No. _____.

Section II

ASSIGNEE'S LEGAL QUALIFICATIONS

1. Assignee is:

☐ an individual

☐ a general partnership

☒ a limited partnership

☐ a corporation

☐ other

2. If the applicant is an unincorporated association or a legal entity other than an individual, partnership or corporation, describe in Exhibit No. _____ the nature of the applicant.

CITIZENSHIP AND OTHER STATUTORY REQUIREMENTS

YES NO

3. (a) Is the applicant in compliance with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments? ☒ ☐

- (b) Will any funds, credit, etc., for construction, purchase or operation of the station be provided by aliens, foreign entities, domestic entities controlled by aliens, or their agents? ☐ ☒

If Yes, provide particulars as Exhibit No. _____.

0001030

RC 001866

PBS 001361

ASSIGNEE'S LEGAL QUALIFICATIONS

TABLE I PARTIES TO APPLICATION

5. (a) Complete Table I with respect to the assignee. (Note: If the applicant considers that to furnish complete information would pose an unreasonable burden, it may request that the Commission waive the strict terms of this requirement).

INSTRUCTIONS: If applicant is an individual, fill out column (a) only. If applicant is a partnership, fill out columns (a), (b) and (d). State as to each general or limited partner (including silent partners) (a) name and residence, (b) nature of partnership interest (i.e., general or limited), and (d) percent of ownership interest. If applicant is a corporation or an unincorporated association with 50 or fewer stockholders, stock subscribers, holders of membership certificate or other ownership interest, fill out all columns, giving the information requested as to all officers, directors and members of governing board. In addition, give the information as to all persons or entities who are the beneficial or record owners of or have the right to vote capital stock, membership or owner interest or are subscribers to such interests. If the applicant has more than 50 stockholders, stock subscribers or holders of membership certificates or other ownership interests, furnish the information as to officers, directors, members of governing board, and all persons or entities who are the beneficial or record owners of or have the right to vote 1% or more of the capital stock, membership or owner interest except that if such entity is a bank, insurance company or investment company (as defined by 15 U.S.C. §80a-3) which does not invest for purposes of control, the stock, membership or owner interest need only be reported if 5% or more.

Applicants are reminded that questions 5 through 7 of this Section must be completed as to all "parties to this application" as that term is defined in the instructions to Section II of this form.

Name and Residence (Home) Address(es)	Nature of Partnership Interest or Office Held	Director or Member of Governing Board		% of Ownership (O) or Partnership (P) or Voting Stock (VS) or Membership (M) Voting Interest (VI)
		YES	NO	
(a)	(b)	(c)		(d)
Richard P. Ramirez 39 Chestnut Street Boston, MA 02108	General Partner			21%(O) 70%(VI)
WHCT Management, Inc. 855R Broadway Saugus, MA 01906	General Partner			9%(O) 30%(VI)
Astroline Company 855R Broadway Saugus, MA 01906	Limited Partner			70%(O)
Herbert A. Sostek 65 E. India Row #21-F Boston, MA 02110	General and Limited Partner of Astroline Company			*
Fred J. Boling, Jr. 24 Tophet Road Lynnfield, MA 01940	General and Limited Partner of Astroline Company			* PBS 001362 0001031

* See Exhibit No. 3

RC 001867

ASSIGNEE'S LEGAL QUALIFICATIONS

YES NO

5. (b) Does the applicant or any party to this application own or have any interest in a daily newspaper or cable television system? ☐ YES ☒ NO

- (c) Does the applicant or any party to this application have an ownership interest in, or is an officer, director or partner of, an investment company, bank, or insurance company which has an interest in a broadcast station, cable system or daily newspaper? ☐ YES ☒ NO

If the answer to questions 5(b) or (c) is Yes, attach as Exhibit No. _____, a full disclosure concerning persons involved, the nature of such interest, the media interest and its location.

OTHER BROADCAST INTERESTS

6. Does the applicant or any party to this application have any interest in or connection with the following?

(a) an AM, FM or TV broadcast station? ☐ YES ☒ NO

(b) a broadcast application pending before the FCC? ☒ YES ☐ NO

7. Has the applicant or any party to this application had any interest in or connection with the following:

(a) an application which has been dismissed with prejudice by the Commission? ☐ YES ☒ NO

(b) an application which has been denied by the Commission? ☐ YES ☒ NO

(c) a broadcast station, the license which has been revoked? ☐ YES ☒ NO

(d) an application in any Commission proceeding which left unresolved character issues against the applicant? ☐ YES ☒ NO

(e) If the answer to any of the questions in 6 or 7 is Yes, state in Exhibit No. 4, the following information: ☐ YES ☐ NO

(i) Name of party having such interest;

(ii) Nature of interest or connection, giving dates;

(iii) Call letters of stations or file number of application, or docket number;

(iv) Location.

8. (a) Are any of the parties to this application related to each other (as husband, wife, father, mother, brother, sister, son or daughter)? ☒ YES ☐ NO

(b) Does any member of the immediate family (i.e., husband, wife, father, mother, brother, sister, son or daughter) of any party to this application have any interest in or connection with any other broadcast station or pending application? ☒ YES ☐ NO

If the answer to (a) or (b) above is Yes, attach as Exhibit No. 3 & 4, a full disclosure concerning the persons involved, their relationship, the nature and extent of such interest or connection, the file number of such application, and the location of such station or proposed station.

PBS 001363

RC 001868

0001032 FCC 314 (Page 7)
March 1983

SECTION IV

ASSIGNEE'S PROGRAM SERVICE STATEMENT

FOR AM AND FM APPLICANTS

NOT APPLICABLE

1. Attach as Exhibit No. _____ a brief description, in narrative form, of the planned programming service relating to the issues of public concern facing the proposed service area.

FOR TELEVISION APPLICANTS

2. Ascertainment of Community Needs.

- A. State in Exhibit No. 7A the methods used by the applicant to ascertain the needs and interests of the public served by the station. Such information shall include (1) identification of representative groups, interests and organizations which were consulted and (2) the major communities or areas which applicant principally undertakes to serve.
- B. Describe in Exhibit No. 7B the significant needs and interests of the public which the applicant believes its station will serve during the coming license period, including those with respect to national or international matters.
- C. List in Exhibit No. 7C typical and illustrative programs or program series (excluding *Entertainment and News*) that applicant plans to broadcast during the coming license period to meet those needs and interests.
3. State the minimum amount of time, between 6:00 a.m. and midnight, the applicant proposes to normally devote each week to the program types listed below (see definitions in instructions). Commercial matter, within a program segment, shall be excluded in computing the time devoted to that particular program segment, e.g., a 15-minute news program containing three minutes of commercial matter, shall be computed as a 12-minute news program.

	HOURS	MINUTES	% of TOTAL TIME ON AIR
NEWS	<u>7</u>	<u> </u>	<u>5.56%</u>
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LOCAL PROGRAMMING	<u>15</u>	<u> </u>	<u>11.90%</u>

4. State the maximum amount of commercial matter the applicant proposes to allow normally in any 60-minute segments: 16 min/hr.
5. State the maximum amount of commercial matter the applicant proposes to allow normally in a 60-minute segment between the hours of 6 p.m. to 11 p.m. (5 p.m. to 10 p.m. Central and Mountain Times): 16 min/hr.
- (a) State the number of hourly segments per week this amount is expected to be exceeded, if any: -0-
6. State in Exhibit No. _____, in full detail, the reasons why the applicant would allow the amount of commercial matter stated in Question 4 and 5 above to be exceeded.
- The applicant does not anticipate that the above-stated amounts will be exceeded.

PBS 001364

FCC 314 (Page 9)
March 1983

RC 001869

0001033

Part II — Assignee

The ASSIGNEE hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended).

The ASSIGNEE represents that this application is not filed by it for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT.
U.S. CODE, TITLE 18, SECTION 1001.**

Signed and dated this 26th day of June 19 84

Name of Assignee

General Partner

PBS 001365

RC 001870

0001034

EXHIBIT NO. 3

The assignee is a Massachusetts limited partnership having two General Partners, Richard Ramirez and WHCT Management, Inc., and one Limited Partner, Astroline Company. The affairs of the assignee are managed solely by the General Partners and all questions are decided by the majority vote of the holders of general partnership interests, who vote in accordance with their respective ownership interests in the assignee (such interests are referred to in Table 1 as "Voting Interests"). Thus, Mr. Ramirez, having a 70% Voting Interest in the assignee, has complete voting control of the management of the affairs of the assignee.

Astroline Company, the sole Limited Partner of the assignee is a Massachusetts limited partnership having the General and Limited Partners set forth on Table 1. In addition to its limited partnership interest in the assignee, Astroline Company is also the owner of all of the outstanding Common Stock of WHCT Management, Inc. Each of the five partners of Astroline Company has a 20% Ownership Interest in Astroline Company. Each of the four General Partners of Astroline Company has a 25% Voting Interest.

Three of the partners of Astroline Company, Joel A. Gibbs, Richard H. Gibbs and Randall L. Gibbs, are brothers.

EXHIBIT NO. 4

OTHER BROADCAST INTERESTS

Astroline Company holds a 25% limited partnership interest in Spectrum Telecommunications Associates, an Illinois limited partnership and an applicant for the license to construct, own and operate UHFTV broadcast station Channel 46 in East Saint Louis, Illinois. An application was filed on behalf of Spectrum with the Commission on January 27, 1982 and has been assigned file number BPCT-820127KJ.

Astroline Company also holds interests in two pending applications for licenses to construct and operate cellular mobile radio systems. Astroline Company holds an 80% general partnership interest in Celltronics of New Bedford ("CNB"), a Massachusetts general partnership. CNB filed a license application with the Commission on March 8, 1983 which has been assigned file number 27128-CL-P-83. Astroline Company also holds a 47.5% general partnership interest in Celltronics of West Palm Beach ("CWPB"), a Florida general partnership. CWPB filed a license application with the Commission on March 8, 1983 which has been assigned file number 27129-CL-P-83.

In addition, Astroline Company filed an application with the Commission on , 1983 for a license to provide a multipoint distribution service in East Saint Louis, Illinois, which application has been assigned file number .

PBS 001367

RC 001872

0001036

EXHIBIT NO. 5

Affidavit dated May 29, 1984, of Fred J. Boling, Jr.

Affidavit dated May 29, 1984, of Richard P. Ramirez.

PBS 001368

RC 001873

0001037

AFFIDAVIT

I, Fred J. Boling, Jr., being duly sworn, hereby state that:

I am the President of WHCT Management, Inc., a Massachusetts corporation having its office at 855 Broadway, Saugus, Massachusetts ("WHCT Management").

WHCT Management is a General Partner in the Astroline Communications Company Limited Partnership, a Massachusetts limited partnership (the "Partnership"). As a General Partner, WHCT Management holds a nine percent (9%) Partnership Interest in the Partnership. The other General Partner in the Partnership is Richard P. Ramirez, who holds a twenty-one percent (21%) Partnership Interest as a General Partner. The Astroline Company, another Massachusetts limited partnership, is the sole Limited Partner in the Partnership and as such holds the remaining seventy percent (70%) Partnership Interest.

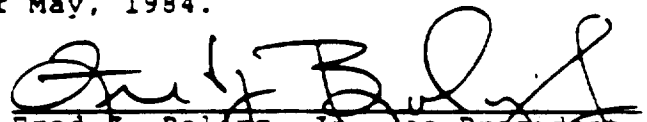
The Partnership has entered into an Agreement dated May 29, 1984 with Faith Center, Inc., the licensee of WHCT-TV, Channel 18, in Hartford, Connecticut (the "Station"), providing for the acquisition of the Station by the Partnership from Faith Center, Inc., on the terms and conditions set forth therein, including the receipt of all regulatory approvals by the Federal Communications Commission required therefor.

I hereby confirm that the Partnership and WHCT Management, in furtherance of the minority ownership policies of the Federal

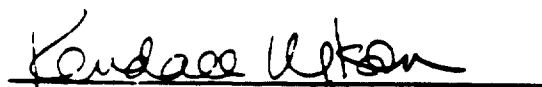
0001038

Communications Commission, and in order to provide greater diversity in the ownership and operation of the Station and its program content, are seeking and will continue to seek one or more additional minority management personnel to participate in the ownership and operation of the Station, including in particular one or more black persons; and that WHCT Management is prepared and intends to transfer up to four percent (4%), or four-ninths (4/9), of the nine percent (9%) Interest held by it in the Partnership as a General Partner to such additional minority personnel, so that the total Interest in the Partnership held by minority personnel participating in the management and control of the Partnership, after taking into account the twenty-one percent (21%) Interest now held by Mr. Ramirez, will be as much as twenty-five percent (25%) of all of the Partnership Interests.

Executed this 29th day of May, 1984.


Fred J. Boling, Jr., as President
of WHCT Management, Inc., and on
its behalf as a General Partner
of Astroline Communications
Company Limited Partnership

Subscribed and sworn to
before me this 29th day
of May, 1984


Notary Public
My Commission Expires 14, 1984
My Commission Expires 14, 1984

AFFIDAVIT

Richard P. Ramirez, being duly sworn, deposes and states that the following is true and correct based on my information, knowledge and belief:

1. I am a General Partner of Astroline Communications Company Limited Partnership ("Astroline Communications Company"), a Massachusetts limited partnership.

2. Astroline Communications Company has entered into an agreement to purchase from Faith Center, Inc., as a distress sale property, the assets of WHCT-TV, a television station operating on Channel 18 in Hartford, Connecticut.


3. Astroline Communications Company is a qualified minority purchaser as defined by the Federal Communications Commission Statement of Policy on Minority Ownership of Broadcasting Facilities, 68 FCC 2d 979 (1981), as revised, 52 RR 2d 1301 (1982).

4. I attest that the statements contained in the foregoing Affidavit are true and correct to the best of my knowledge and belief.

City of Washington) ss:
District of Columbia)


Richard P. Ramirez

Subscribed and sworn to me this 29th day of May 1984.


Notary Public

My Commission Expires:
My Commission Expires January 31, 1985

PBS 001371

0001040

RC 001876

EXHIBIT NO. 6

Affidavit dated May 29, 1984, of Fred J. Boling, Jr.

Letter dated June 25, 1984, from The First National Bank of Boston to Astroline Communications Company Limited Partnership.

Letter dated June 26, 1984, from Astroline Company to Astroline Communications Company Limited Partnership.

PBS 001372

RC 001877

0001041